

**APPLICATION OF  
LAKE COUNTRY COMMUNICATIONS, INC.**

**EXHIBIT I**  
Articles of Organization  
&  
Secretary of State Certificate of Authority

**ARTICLES OF INCORPORATION  
OF  
LAKE COUNTRY COMMUNICATIONS, INC.**

We, the undersigned incorporators of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 302A, Minnesota Statutes, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporate and do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation shall be:

**LAKE COUNTRY COMMUNICATIONS, INC.**

**ARTICLE II**

The location and post office address of the registered office of this corporation in Minnesota is P.O. Box 1128, Bemidji, MN 56601.

**ARTICLE III**

The total authorized number of shares which the corporation shall have authority to issue is 3,000. The Board of Directors may establish more than one class or series of stock, and shall have authority to accept or reject subscriptions for and to allot shares.

**ARTICLE IV**

There shall be no cumulative voting rights provided for any purpose.

**ARTICLE V**

No pre-emptive rights shall accrue to any shareholders of the corporation.

## ARTICLE VI

The names and Addresses of each of the incorporators are as follows:

Terry Selby  
P.O. Box 1128  
Bemidji, MN 56601

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## ARTICLE VII

A director's personal liability to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the full extent permitted by applicable law.

## ARTICLE VIII

The Board of Directors may from time to time, by vote of a majority of its members at any meeting duly called for such purpose, amend or alter the corporate by-laws. Such authority of the Board of Directors is subject to the powers of the shareholders to amend, alter, change or repeal the by-laws by a majority vote of the shareholders present and represented at any annual, regular or special meeting duly called for that purpose, and the Board of Directors shall not make or alter any by-laws fixing a quorum for meetings of shareholders, prescribing procedures for removing directors or filling vacancies in the board, or fixing the number of directors or their classifications, qualifications, or terms of office.

## ARTICLE IX

The holders of a majority of the outstanding shares shall have the power to authorize the Board of Directors to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of this corporation, including its good will, upon such terms and conditions and for such consideration, which may be money, shares, bonds, or other instruments for the payment of money, or other property as the Board of Directors deems expedient; to amend the Articles of Incorporation of this corporation; and adopt or reject any agreement of consolidation or merger.

**STATE OF MINNESOTA  
COUNTY OF BELTRAMI**

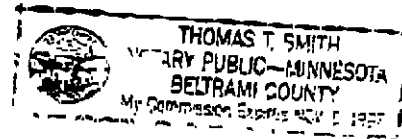
These Articles of Incorporation of Lake Country Communications, Inc. were acknowledged before me, a notary public on 12-23-94, 1994 by the following:

Thy

(Notary Seal)

Thomas T. Smith

Notary Public



BY-LAWS  
OF  
LAKE COUNTRY COMMUNICATIONS, INC.  
  
A CORPORATION ORGANIZED UNDER  
THE LAWS OF THE STATE OF MINNESOTA

ARTICLE I

OFFICES

**Section 1. Registered Office.** The registered office of the corporation is 502 Behrami, Bemidji, MN 56601. The Board of Directors of the corporation from time to time may change the location of the registered office. On or before the day the change is to become effective, a certificate of the change and of the location and post office address of the new registered office shall be filed with the Secretary of State of Minnesota.

**Section 2. Other Offices.** The corporation may establish and maintain other offices, either in or out of Minnesota, as authorized by the Board of Directors from time to time.

ARTICLE II

MEETINGS OF SHAREHOLDERS

**Section 1. Place of Meeting.** The Board of Directors may designate any place within or without the State of Minnesota as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either in or out of Minnesota, as the place for the holding of the meeting. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be in Bemidji, Minnesota at the principal office of the corporation.

**Section 2. Date of Annual Meeting.** The annual meeting of the shareholders shall be held on the third Tuesday in February at 9:00 o'clock a.m. beginning with the year 1995, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual

meeting shall be a legal holiday in the State of Minnesota, such meeting shall be held on the next succeeding business day. No business with respect to which special notice is required shall be transacted unless such notice shall have been given. If for any reason the annual meeting is not held, or the directors are not elected thereat, directors may be elected at a special meeting held for that purpose, and it shall be the duty of the President, the Vice President or Secretary, upon demand of any shareholder entitled to vote, to call such special meeting. Should none of these officers call the meeting upon demand, the shareholder shall have the right and power to call the meeting.

Section 3. Notice of Annual Meeting. Written notice of the time and place of the annual meeting shall be delivered at least ten (10) days before the meeting to each shareholder entitled to vote thereat. The notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation.

Section 4. Shareholders' List. At least ten (10) days before election of directors, the officer who has charge of the stock ledger of the corporation shall prepare and make a complete list of the shareholders entitled to vote at the election, arranged in alphabetical order, showing the address of and the number of shares registered in the name of each shareholder. This list shall be open to the examination of any shareholder, during ordinary business hours, for a period of at least ten (10) days prior to the election, either at a place within the city where the election is to be held and which place shall be specified in the notice of the meeting, or, if not specified, at the place where the meeting is to be held, and the list shall be produced and kept at the time and place of election during the whole time thereof, and subject to the inspection of any shareholder who may be present.

Section 5. Special Meetings. Unless otherwise prescribed by statute or by the Articles of Incorporation, special meetings of the shareholders may be called by the President. A special meeting shall be called by the President or Secretary at the request in writing of two or more members of the Board of Directors, or at the request in writing of shareholders owning at least ten percent (10%) in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. The request shall be by registered mail or delivered in person to the President and shall state the purpose of the proposed meeting.

Section 6. Notice of Special Meetings. Written notice of the time, place and

purpose of a special meeting shall be delivered at least five (5) days before the meeting to each shareholder entitled to vote thereat. The notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation. A special meeting called by or at the demand of a shareholder or shareholders pursuant to Section 5 of this Article shall be held in Bemidji, Minnesota.

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Section 7. Business to be Transacted. No business shall be transacted at any special meeting of shareholders except that stated in the notice of the meeting. Any business transacted at a special meeting that is not included in those stated purposes is voidable by or on behalf of the corporation, unless all of the shareholders have waived notice of the meeting as provided at Section 8 below.

Section 8. Waiver of Notice. Notice of the time, place and purpose of any meeting of shareholders may be waived in writing by any shareholder. This waiver may be given before, at, or after the meeting and shall be filed with the Secretary or entered upon the records of the meeting. Attendance by a shareholder at a meeting is a waiver of notice of that meeting, except where the shareholder objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote or an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 9. Quorum and Adjournment. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the shareholders for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At the adjourned meeting at which a quorum shall be present or represented any business may be transacted which could have been transacted at the meeting as originally noticed. The shareholders present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum remaining.

**Section 10. Voting Rights.** A shareholder may cast his vote in person or through proxy. When a quorum is present at the time a meeting is convened, the vote of the holders of a majority of the shares entitled to vote at the meeting present in person or through proxy shall decide any question unless it is one upon which a different vote is required by statute or the Articles of Incorporation.

**Section 11. Manner of Voting.** At every meeting of the shareholders each shareholder shall be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such shareholder, but no proxy shall be voted on after eleven months from its date, unless the proxy provides for a longer period, and, except where the transfer books of the corporation have been closed or a date has been fixed as a record date for the determination of its shareholders entitled to vote, no share of stock shall be voted on at any election for directors which has been transferred on the books of the corporation within twenty (20) days next preceding such election of directors.

**Section 12. Record Date.** The Board of Directors may fix a time, not exceeding sixty (60) days preceding the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of and to vote at such meeting, and only shareholders of record on the date so fixed, or their legal representatives, shall be entitled to notice of and to vote at such meeting, notwithstanding any transfer of any shares on the books of the corporation after any record date so fixed. The Board of Directors may close the books of the corporation against transfers of shares during the whole or any part of such period. When a date is so fixed, only shareholders on that date are entitled to notice of and are permitted to vote at that meeting of shareholders.

**Section 13. Organization of Meetings.** At all meetings of the shareholders the President shall act as Chairman and in his absence the Vice President shall so act and in the absence of both of them any person appointed by the President shall act as Chairman, and the Secretary, or in his absence any person appointed by the Chairman shall act as Secretary.

**Section 14. Action Without a Meeting.** Any action which lawfully may be taken at a shareholders' meeting may be taken without a meeting if authorized by a writing or writings signed by all of the holders of shares who would be entitled to a notice of a meeting for such purpose. Such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth therein. If any action so taken requires a certificate to



be filed in the office of the Secretary of State, the officer signing the same shall state therein that the action was effected in the manner aforesaid.

### ARTICLE III

#### BOARD OF DIRECTORS

Section 1. General Powers. The property and business of the corporation shall be managed by its Board of Directors which may exercise all the powers of the corporation and do all lawful acts and things except those which any law or the Articles of Incorporation or these By-Laws require to be exercised or done by the shareholders.

Section 2. Number and Term of Office. The number of directors which constitutes the whole board shall be at least one. The number of directors of the corporation initially shall be set by the incorporators at their organization meeting. Thereafter, the number of directors may be modified from time to time by a majority of outstanding voting shares represented at a meeting of shareholders. The directors shall be elected at the annual meeting of the corporation's shareholders (or at any special meeting of the shareholders called for that purpose) by a majority vote of the outstanding voting shares represented at the meeting. Each director shall be elected to serve until the end of the next annual meeting of shareholders or until his successor is elected and qualified.

Section 3. Resignations and Removals. Any director of the corporation may resign at any time by giving written notice to the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of the notice, or at any later time specified therein, and, unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective. Any director may be removed, with or without cause, by a majority vote of the shareholders entitled to vote at an election of directors at any special meeting thereof.

Section 4. Vacancies. Newly created directorships resulting from an increase in the authorized number of directors by action of the shareholders in the manner set out at Section 2 above may be filled by a majority vote of the directors serving at the time of such increase and each person so elected shall be a director until a successor is elected by the shareholders who may make such election at their next annual meeting or at any special meeting duly called for that purpose.

If the office of any director becomes vacant for any other reason, the directors then in office, although less than a quorum, by a majority vote, may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 5. Place of Meetings. The Board of Directors may hold both regular and special meetings either in or out of Minnesota at such place as a majority of the members of the board may designate from time to time.

Section 6. Annual Meeting of Directors. An annual meeting of the directors shall be held for the purpose of electing officers immediately following each annual meeting of shareholders, beginning with the year 1995. If the day fixed for the annual meeting shall be a legal holiday in Minnesota, the meeting shall be held on the next succeeding business day. Notice of the meeting need not be given. The meeting may be held at any other time or place which shall be specified in a notice, as hereinafter provided for special meetings of the Board of Directors, or the meeting may be dispensed with and the election of officers and any other business may be handled pursuant to Sections 12 and 13 of this Article.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as from to time shall be determined by the board by resolution.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 9. Notice. Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his business address, or by telegram. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than one day prior to the commencement of the above-stated notice period. If notice is given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting either prior to, at, or after the time of such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any

business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting. Neither the business nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting.

Section 10. Quorum. At all meetings of the board a majority of the directors shall constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these By-Laws. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. If a quorum is present at the call of a meeting, the directors may continue to transact business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum. Provided, however, that if any vacancies exist on the Board of Directors for any reason, the remaining directors shall constitute a quorum for the filling of such vacancies.

Section 11. Organization of Meetings. At all meetings of the Board of Directors the President, or in his absence the Vice-President, or in the absence of both the President and the Vice-President, any person appointed by the President, shall act as Chairman, and the Secretary, or in his absence, any person appointed by the Chairman, shall act as Secretary.

Section 12. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all members of the board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee. Such action shall be effective on the date on which the last signature is placed on such writing or writings, or such earlier effective date as is set forth therein.

Section 13. Participation by Conference Telephone. Directors of the corporation may participate in a meeting of the Board of Directors or any committee thereof by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, and participation in such a manner shall constitute presence in person at such meeting.

**Section 14. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

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**Section 15. Compensation of Directors.** By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, any may be paid a stated amount as director or a fixed sum for attendance at each meeting of the Board of Directors, or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. By resolution of the Board of Directors, members of any committees also may be allowed compensation for attending committee meetings.

#### ARTICLE IV

##### OFFICERS

**Section 1. Number.** The officers of the corporation shall be chosen by the Board of Directors and shall include a President from its own number, a Secretary and a Treasurer, and may include a Vice-President. The Board of Directors may also choose additional Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers. Any two offices, except those of President and Vice-President, may be held by the same person. A Vice-President who is not a director may not succeed to the office of President.

**Section 2. Election and Term of Office.** The officers of the corporation to be elected by the Board of Directors shall be elected annually at the annual meeting of the Board of Directors. If the election of any officer is not held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer, including a President whose term as director has expired, shall hold office until a successor has been duly elected and qualified or until the death, disqualification, resignation or removal of the officer in the manner provided for herein.

**Section 3. Other Officers and Agents.** The Board of Directors may appoint such other officers and agents as it shall believe appropriate who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 4. Salaries.** The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving this salary because he is also a director of the corporation.

**Section 5. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6. Resignation and Removal.** Any officer elected or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of a majority of the whole Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the President or the Secretary of the corporation.

**Section 7. President.** (a) The President shall be the chief executive officer of the corporation; he shall reside at all meetings of the shareholders and directors; he shall have the general active management of the business of the corporation, and shall see that all orders and resolutions of the Board are carried into effect. (b) He shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management vested in the office of President and chief executive officer of a corporation as provided by applicable law.

**Section 8. Vice-President.** The Vice-President, if any, or if there shall be more than one, the Vice-Presidents in the order determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

**Section 9. Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all votes and all the proceedings of the meetings of the corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all

meetings of the shareholders and of the Board of Directors and shall perform any other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. The secretary shall have custody of the corporate seal of the corporation and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by the secretary's signature.

Section 10. Assistant Secretary. The Assistant Secretary, if any, or if there is more than one, the Assistant Secretaries in the order determined by the Board of Directors, shall in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time.

Section 11. Treasurer. (a) The Treasurer shall be the chief financial officer of the corporation; he shall have custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all money and other valuable effects in the name and to the credit of the corporation in those depositories designated by the Board of Directors. (b) He shall disburse the funds of the corporation as ordered by the Board, taking the proper vouchers for the disbursements and shall render to the President and Directors at the regular meetings of the Board, or whenever they ask, an account of all his transactions as Treasurer and of the financial condition of the corporation. (c) He shall give the corporation a bond if required by a majority of the Board of Directors, in such amount as they may determine, and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office and for the restoration to the corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. (d) He shall have the general powers and duties vested in the office of Treasurer and Chief Financial Officer of a corporation as provided by applicable law.

Section 12. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such powers as the Board of Directors may from time to time prescribe.

## ARTICLE V

### CONTRACTS, LOAN, CHECKS AND DEPOSITS

**Section 1. Contracts.** The Board of Directors may authorize any one or more officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. This authority may be general or confined to specific instances.

**Section 3. Checks, Drafts or Orders.** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by one or more officers or agents of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the corporation not otherwise used shall be deposited to the credit of the corporation in banks, trust companies, or other depositories selected by the Board of Directors.

## ARTICLE VI

### CERTIFICATES FOR SHARES: TRANSFERS

**Section 1. Certificates for Shares.** Certificates representing shares of the corporation shall be in the form determined by the Board of Directors. The certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary. All certificates for shares shall be numbered consecutively or otherwise identified. The name and address of the person to whom the shares represented thereby are issued with the number of shares and date of issue, shall be entered on the stock transfer books of the corporation.

**Section 2. Lost or Destroyed Certificates.** The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates previously issued by the corporation alleged to have been lost or destroyed, upon

the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors, in its discretion and as a condition precedent to the issuance thereof, may require the owner of such lost or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and also may require the owner to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

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Section 3. Transfers of Stock. Upon surrender to the corporation or its transfer agent of a certificate for shares properly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, the corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 4. Registered Shareholders. The corporation may recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends and to vote as the owner, and it shall not be bound to recognize any equitable or other claim to or interest in those shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Minnesota.

## ARTICLE VII

### GENERAL PROVISIONS

Section 1. Dividends. Subject to provisions of applicable law and the Articles of Incorporation, dividends upon the capital stock of the corporation may be declared by the Board of Directors at any regular or special meeting, and may be paid in cash, in property, or in shares of the capital stock.

Section 2. Reserves. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purposes as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any reserve in the manner in which it was created.



**Section 3. Annual Statement.** The Board of Directors shall present at each annual meeting, and at any special meeting of the shareholders when called for by vote of the shareholders, a full and clear statement of the business and condition of the corporation.

**Section 4. Fiscal Year.** The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

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**Section 5. Seal.** The corporation does not have a corporate seal.



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

NOVEMBER 14, 2005

6449-492-9

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE LAKE COUNTRY COMMUNICATIONS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND THE AUTHORITY ACKNOWLEDGING REGISTRATION.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 13.15** (rev. Dec. 2003)  
**APPLICATION FOR AUTHORITY TO  
 TRANSACT BUSINESS IN ILLINOIS**  
 Business Corporation Act

Jesse White, Secretary of State  
 Department of Business Services  
 Springfield, IL 62758  
 Telephone (217) 782-1834  
 www.cyberdrivellinois.com

**FILED****NOV 14 2005**

**JESSE WHITE**  
**SECRETARY OF STATE**

Remit payment in the form of a cashier's  
 check, certified check, money order  
 or an Illinois attorney's or CPA's check  
 payable to the Secretary of State.

6449-492-9  
 File #

**SEE NOTE 1 CONCERNING PAYMENT!**

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ - Total \$ 175.00 Approved: RL  
 Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) **CORPORATE NAME:** Lake Country Communications, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

- (b) **ASSUMED CORPORATE NAME:** \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation MN; Date of Incorporation 2/9/1995; Period of Duration Perpetual

3. (a) Address of the principal office, wherever located: 7170 W. Oakland Street  
Chandler, Az 85226  
 (b) Address of principal office in Illinois: None  
 (If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: CT Corporation System

First Name	Middle Initial	Last name
Registered Office: <u>208 S LaSalle Street</u>		<u>Suite 814</u>
<u>Chicago,</u>	<u>IL</u>	<u>Cook</u>
<u>City</u>	<u>ZIP Code</u>	<u>County</u>

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

MN

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President <u>Terry Selby</u>	<u>7170 W. Oakland</u>	<u>Chandler</u>	<u>AZ</u>	<u>85226</u>
Secretary <u>Thomas W. Bade</u>	<u>7170 W. Oakland</u>	<u>Chandler</u>	<u>AZ</u>	<u>85226</u>
Director <u>Terry Selby</u>	<u>7170 W. Oakland</u>	<u>Chandler</u>	<u>AZ</u>	<u>85226</u>
Director <u>Thomas W. Bade</u>	<u>7170 W. Oakland</u>	<u>Chandler</u>	<u>AZ</u>	<u>85226</u>

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

Pay phone service provider

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	none	none	3,000	2,000
(If more, attach list)				

9. Paid-in Capital: \$ 1,000.00  
("Paid-in Capital" replaces the terms Stated Capital & Paid-In Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 334,000.00  
(b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 25,000.00  
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 280,000.00  
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 20,000.00

11. Interrogatories: (Important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? No  
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 11/9, 2005  
(Month & Day) (Year)

Lake Country Communications, Inc.  
(Exact Name of Corporation)

[Signature]  
(Any Authorized Officer's Signature)

Thomas in Bode, Jr. J. Bode  
(Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.